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6 *Attorneys for Defendants*
7 *Bank of America Corporation and NB*
Holdings Corporation

8 **UNITED STATES DISTRICT COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**

10
11 MAINE STATE RETIREMENT
12 SYSTEM, individually and on behalf
of all others similarly situated,

13 Plaintiff,

14 v.

15 COUNTRYWIDE FINANCIAL
16 CORPORATION, et al.,

17 Defendants.
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Case No. 2:10-CV-00302 MRP (MAN)

**DECLARATION OF MATTHEW
CLOSE IN SUPPORT OF
DEFENDANTS' REQUEST FOR
JUDICIAL NOTICE OF
DOCUMENTS IN SUPPORT OF
THEIR MOTION TO DISMISS THE
AMENDED CONSOLIDATED
CLASS ACTION COMPLAINT**

Hearing Date: October 18, 2010

Time: 11:00 a.m.

Judge: Honorable Mariana R. Pfaelzer

Courtroom: Courtroom 12

Spring Street Courthouse

1 I, Matthew Close, declare as follows:

2 1. I am attorney licensed to practice law in the State of California
3 and am admitted to the bar of the United States District Court for the Central
4 District of California. I am a partner at the law firm of O'Melveny & Myers LLP,
5 counsel for Defendants Bank of America Corporation ("BAC") and NB Holdings
6 Corporation ("NB") in the above captioned matter. I make this declaration based
7 upon my knowledge of the facts stated herein, and if called to testify, I could and
8 would testify competently thereto. I submit this declaration in support of
9 Defendants' Request for Judicial Notice.

10 2. Attached hereto as Exhibit 1 is a true and correct copy of the
11 Omnibus Order entered in *Argent Classic Convertible Arbitrage Fund, L.P. v.*
12 *Countrywide Financial Corp.*, Case No. CV 07-07097 MRP (MANx) (C.D. Cal.
13 Mar. 19, 2009) as printed from <http://www.pacer.gov> on or about August 19, 2010.

14 3. Attached hereto as Exhibit 2 is a true and correct copy of
15 Countrywide Financial Corporation's ("Countrywide") Quarterly Report on Form
16 10-Q (August 11, 2008) as printed from <http://business.westlaw.com> on or about
17 August 18, 2010.

18 4. Attached hereto as Exhibit 3 is a true and correct copy of BAC's
19 Registration Statement on Form S-4 (attaching Merger Agreement) (May 28, 2008)
20 as printed from <http://business.westlaw.com> on or about August 18, 2010.

21 5. Attached hereto as Exhibit 4 is a true and correct copy of BAC's
22 Current Report on Form 8-K (July 1, 2008) as printed from
23 <http://business.westlaw.com> on or about August 18, 2010.

24 6. Attached hereto as Exhibit 5 is a true and correct copy of Validus
25 Holdings Limited Schedule 13G/A filed with the SEC on behalf of BAC (February
26 12, 2010) as printed from <http://business.westlaw.com> on or about August 19, 2010.

27 7. Attached hereto as Exhibit 6 is a true and correct copy of BAC's
28 Current Report on Form 8-K (November 10, 2008) as printed from

1 <http://business.westlaw.com> on or about August 18, 2010.

2 8. Attached hereto as Exhibit 7 is a true and correct copy of Plaintiff's
3 Opposition to Defendant BAC's Motion to Dismiss in *Argent Classic Convertible*
4 *Arbitrage Fund L.P. v. Countrywide Financial Corp.*, No. CV 07-07097-MRP
5 (MANx) (C.D. Cal. Feb. 6, 2009) as printed from <http://www.pacer.gov> on or about
6 August 18, 2010.

7 9. Attached hereto as Exhibit 8 is a true and correct copy the Consent
8 Judgment & Order entered in *Federal Trade Commission v. Countrywide Home*
9 *Loans, Inc.*, Case No. 2:10-cv-04193-JFW-SS (C.D. Cal. June 15, 2010) as printed
10 from <http://www.pacer.gov> on or about August 19, 2010.

11 10. Attached hereto as Exhibit 9 is a true and correct copy of the
12 Amended Stipulation & Agreement of Settlement, *In re Countrywide Financial*
13 *Corp. Securities Litigation*, Lead Case No. 2:07-cv-05295-MRP (MANx) (C.D.
14 Cal. June 29, 2010) as printed from <http://www.pacer.gov> on or about August 19,
15 2010.

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11. Attached hereto as Exhibit 10 is a true and correct copy of the decision and order entered in *MBIA Insurance Corp. v. Countrywide Home Loans, Inc.*, Index No. 602825/08 (N.Y. Sup. Ct., N.Y. County Apr. 27, 2010) as printed from New York State Courts E-Filing System, <http://iapps.courts.state.ny.us/webcivil/FCASSearch> on or about August 19, 2010.

I declare under penalty of perjury that the forgoing is true and correct.

Executed on August 20, 2010 at Los Angeles, California.

By: /s/ Matthew Close
MATTHEW CLOSE

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